

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)
)
 Roti Restaurants, LLC, *et al.*,¹) Case No. 24-12410
) Chapter 11 (Subchapter V)
) Hon. Judge Donald R. Cassling
 Debtors.)
)
) Jointly Administered
)

NOTICE OF MOTION

PLEASE TAKE NOTICE that on **Tuesday, November 19, 2024, at 9:30 A.M. C.T.**, Roti Restaurants, LLC, and its named affiliates, the debtors and debtors-in-possession in the above-referenced chapter 11 cases, by and through their attorneys, Richman & Richman LLC, by Michael P. Richman, will appear before the Honorable Donald R. Cassling, or any judge sitting in his place, **either** in courtroom 619 of the Everett McKinley Dirksen United States Courthouse or electronically as described below, and present the *Debtors' Motion for an Order Extending Deadline for Filing Chapter 11 Subchapter V Plan of Reorganization* ("**Motion**"), a copy of which is attached.

Important: Only parties and their counsel may appear for presentment of the Motion electronically using Zoom for Government. All others must appear in person.

To appear by Zoom using the internet, go to this link: <http://www.zoomgov.com/>. Then enter the meeting ID and passcode.

To appear by Zoom using a telephone, call Zoom for Government at 1-669-254-5252 or 1-646-828-7666. Then enter the meeting ID and passcode.

Meeting ID and passcode. The meeting ID for this hearing is 161 414 7941, and the passcode is 619. The meeting ID and passcode can also be found on the judge's page on the court's web site.

¹ The Debtors in these chapter 11 cases, the last four digits of their federal EIN number, and their case numbers are: Roti Restaurants, LLC (8307, Case No. 24-12410); Roti Restaurants Inc. (7804, Case No. 24-12412); ROTI 300 West Adams, LLC (8368, Case No. 24-12422); ROTI 1311 F Street LLC (7809, Case No. 24-12415); ROTI 1629 K Street, LLC (8057, Case No. 24-12416); ROTI 1747 Pennsylvania Avenue LLC (8680, Case No. 24-12418); ROTI Constitution Square LLC (7756, Case No. 24-12427); ROTI Square 54, LLC (0337, Case No. 24-12428); and ROTI 33 North Dearborn LLC (1546, Case No. 24-12425).

If you object to this Motion and want it called on the presentment date above, you must file a Notice of Objection no later than two (2) business days before that date. If a Notice of Objection is timely filed, the Motion will be called on the presentment date. If no Notice of Objection is timely filed, the court may grant the Motion in advance without calling it.

Dated: November 4, 2024.

RICHMAN & RICHMAN LLC
Attorneys for the Debtors

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CERTIFICATE OF SERVICE

I, David T. Fowle, a paralegal with Richman & Richman LLC, certify that I caused to be served a copy of this notice and the attached *Debtors' Motion for an Order Extending Deadline for Filing Chapter 11 Subchapter V Plan of Reorganization* on each entity shown on the attached Service List at the address shown via U.S. mail on November 4, 2024, on or before 11:59 pm.

/s/ David T. Fowle

David T. Fowle

Via CM/ECF	
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<p>Core Minneapolis LLC Attn: Marc Lifshin 1643 N Milwaukee Ave Chicago, IL 60647-5400</p>	<p>Davis Building LLC PO Box 221482 Chantilly, VA 20153-1482</p>
<p>Deodato.co LLC 60 Broad St New York, NY 10004</p>	<p>GPI HRLP M AND O LP PO Box 809233 Chicago, IL 60680-9201</p>
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QVIDTVM Inc. Attn: Burak Alici 2170 Buckthorne Place, Ste 320 The Woodlands, TX 77380	Grossberg, Yochelson, Fox & Beyda Attn: Michael D. Ravitch, Esq 1200 New Hampshire Ave, N.W., Suite 555 Washington, DC 20036
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Crescent Property Services, LLC Attn: Property Manager 2021 McKinney Ave, Suite 575 Dallas, TX 75201-7627	Crescent Real Estate Equities, LLC Attn: Managing Director Leasing 200 Crescent Court, Suite 250 Dallas, TX 75201-1819
Regency Centers Corporation Attn: Lease Administration Attn: Legal Department One Independent Drive, Suite 114 Jacksonville, FL 32202-5005	EDR Investment Fund LP Attn: Frank A. Witt III PO Box 1585 Morgantown, WV 26507-1585
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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	
)	Case No. 24-12410
Roti Restaurants, LLC, <i>et al.</i> , ¹)	Chapter 11 (Subchapter V)
)	Hon. Judge Donald R. Cassling
Debtors.)	
)	Jointly Administered
)	

**DEBTORS' MOTION FOR AN ORDER EXTENDING DEADLINE FOR
FILING CHAPTER 11 SUBCHAPTER V PLAN OF REORGANIZATION**

Roti Restaurants, LLC, and its named affiliates, the debtors and debtors-in-possession in the above-referenced chapter 11 cases (the “**Debtors**”), by and through their attorneys, Richman & Richman LLC, by Michael P. Richman, hereby submits Debtor’s Motion for an Order Extending Deadline for Filing Chapter 11 Subchapter V Plan of Reorganization, seeking entry of an Order, extending by 60 days the time for the Debtors to file their subchapter V plan of reorganization (“**Plan**”), from the current due date of November 21, 2024 through and including January 20, 2025. In support of this Motion, Debtors state as follows:

¹ The Debtors in these chapter 11 cases, the last four digits of their federal EIN number, and their case numbers are: Roti Restaurants, LLC (8307, Case No. 24-12410); Roti Restaurants Inc. (7804, Case No. 24-12412); ROTI 300 West Adams, LLC (8368, Case No. 24-12422); ROTI 1311 F Street LLC (7809, Case No. 24-12415); ROTI 1629 K Street, LLC (8057, Case No. 24-12416); ROTI 1747 Pennsylvania Avenue LLC (8680, Case No. 24-12418); ROTI Constitution Square LLC (7756, Case No. 24-12427); ROTI Square 54, LLC (0337, Case No. 24-12428); and ROTI 33 North Dearborn LLC (1546, Case No. 24-12425).

JURISDICTION

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409. This is a core proceeding as defined in 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are 11 U.S.C. § 1189(b) and Fed. R. Bankr. P. 9014.

BACKGROUND

3. On August 23, 2024 (the “**Petition Date**”), the Debtors each filed voluntary petitions for relief electing to proceed under subchapter V of Chapter 11 (the “**Chapter 11 Cases**”).

4. The Debtors continue to manage their financial affairs as debtors in possession pursuant to Sections 1181 and 1184 of the Bankruptcy Code. The cases are being jointly administered for administrative purposes, *See* Order Authorizing the Joint Administration of Chapter 11 Cases [Doc 43], and Mr. Ira Bodenstein was appointed as the subchapter V trustee for these cases on August 27, 2024, *See* Notice of Appointment of Ira Bodenstein as Subchapter V Trustee [Doc 34]; Verified Statement of Subchapter V Trustee [Doc 35].

5. From the outset, these cases have been predicated on a successful sale of all or substantially all of the Debtors’ business, which the Debtors have sought to be conducted on an accelerated time frame. Stated simply, until the conclusion of the sales process, the shape, scope, content and duration of the Debtors’ plan cannot reasonably be determined. The Debtors need to know their net proceeds, their

projected obligations and liabilities, their projected claims against non-debtors which could augment the size of the estates, and relatedly to assess filed claims against the estates (as to which the bar date was November 1, 2024). Although some of these assessments and projections could likely be preliminarily determined prior to the auction, given that the Debtors' very thin upper management is devoted to the overriding importance of the sales process, it has not been possible to devote any meaningful time to these plan-sensitive determinations.

6. The Debtors initially sought to conduct an auction to sell their business on October 21, 2024. *See* Debtors' Emergency Motion to (I) Approve Bidding Procedures (Including Stalking Horse Bid Protections) for the Sale of Assets Pursuant to 11 U.S.C. §§ 105, 363, and 365 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, and 6006 and (II) for Waiver of the 14-Day Stay Under Bankruptcy Rule 6004 ("**Sale Motion**") [Doc 25].

7. On September 5, 2024, the Debtors filed a Supplement to Debtors' Emergency Motion to (I) Approve Bidding Procedures (Including Stalking Horse Bid Protections) for the Sale of Assets Pursuant to 11 U.S.C. §§ 105, 363, and 365 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, and 6006 and (II) for Waiver of the 14-Day Stay Under Bankruptcy Rule 6004 ("**Supplement**") [Doc 89], which, among other things, sought a new auction date of November 6, 2024, in order to provide additional time for marketing.

8. On September 27, 2024, the Court entered a Final Order Approving Bidding Procedures, Including Sale Process Timeline, and Notice and Objection Deadlines (“**Final Sale Order**”) [Doc 179] with an auction date of November 6, 2024.

9. During this time, and continuing through mid-October, the Debtors sought unsuccessfully to qualify a stalking horse bidder for substantially all of its assets. They reported on the status of the sales process in three Status Reports filed on October 3, 2024 [Doc 205], October 8, 2024 [Doc 225] and October 15, 2024 [Doc 234].

10. On October 21, 2024, the Debtors filed an Expedited Third Supplemental Motion for Order Modifying (I) the Auction Date for the sale of Debtors’ Assets, (II) Notice, Objection and Hearing Dates for Objections to Cure Amounts and Adequate Assurance, and (III) Setting Hearings to Approve Sale [Doc 239] (“**Third Supplemental Sale Motion**”), requesting that the Court authorize the Debtors to conduct an auction sale without a stalking horse bidder on November 11, 2024, and this was approved by Order entered on October 30, 2024 [Doc 268]. The foregoing Order also approved the scheduling of a hearing the day after the auction, on November 12, 2024, in order to approve the auction winners, subject to and conditioned upon the Court’s approval of the assumption and assignment of applicable leases, in an accelerated adequate assurance process.

11. Pursuant to the accelerated adequate assurance process approved thereby (*see* Third Supplemental Sale Motion at pp. 2-3), which is necessary to be completed prior to the closing of any sales achieved at the auction, final unconditional

orders approving the assumption and assignment of leases, and permitting closings to proceed, is not expected prior to November 26, 2024 at the earliest, five days after the current deadline for filing a subchapter V plan.

RELIEF REQUESTED

12. By this Motion, the Debtors seek entry of an Order, extending by 60 days the time for the Debtors to file their Plan, from the current due date of November 21, 2024 through and including January 20, 2025.

13. Section 1189 of the Bankruptcy Code provides that the Court “may extend the period [to file a plan] if the need for the extension is attributable to circumstances for which the debtor should not justly be held accountable.” In these cases, which are predicated on the sale of the Debtors’ business, the paramount requirements of maximizing the value of the estates necessitated a reasonable (though accelerated) marketing and sales process. The circumstances in these cases are driven by Bankruptcy Code requirements and applicable precedents for bankruptcy sales, and not by any dilatory conduct on the part of the Debtors in developing a subchapter V plan.

14. As the Court is aware from numerous pleadings, reports and hearings (which have taken place at least once a week from the Petition Date through the week of October 25), the Debtors have worked diligently to advance the sale process in an efficient manner to secure the best possible value for the Debtors, their estate, and their creditors.

15. The Debtors are confident that once the proverbial dust clears, closings can occur in late November and early December, and attention can be focused on claims against and by the Debtors, it will then be possible to formulate a plan (including the duration thereof). The Debtors also believe it may be possible to formulate and file a plan in less than the 60 days requested by this Motion. However, given the timing of various late year holidays like Thanksgiving, Christmas and New Year's, and out of an abundance of caution to account for any closing delays or other post-Auction issues that may arise, the Debtors desire to have a realistically comfortable margin for meeting this deadline, and to be able to do so without seeking an additional extension.

16. The Debtors do not believe that any creditor or party in interest will be prejudiced by the extension of time requested in this Motion.

WHEREFORE, the Debtors respectfully request that the Court enter an order extending its deadline to file the Plan from November 21, 2024 through and including, January 20, 2025, and granting such other and further relief as is just and proper in the circumstances.

[Signature Appears on the Following Page]

Dated: November 4, 2024.

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